

RECORDATION NO. 10770-E Filed 1425

SEP 26 1979 - 10 02 AM

INTERSTATE COMMERCE COMMISSION

3-269A028

Date SEP 26 1979

No. 10.00

ICC Washington, D.C.

Secretary
Interstate Commerce Commission
Washington, D.C. 20432

Re: Lease of Equipment dated as of April 6,
1979 between San Francisco Financial No.
III, Lessor, and the Western Pacific
Railroad Company, Lessee

Dear Sir:

Enclosed herewith for filing pursuant to
49 U.S.C § 11303 is Lease Amendment No. 2 dated as
of August 1, 1979 to the Lease of Equipment dated as of
April 6, 1979.

The parties to the transaction are:

Lessor: San Francisco Financial No. III, a partner-
ship, c/o Steiner Sea, Air & Rail Co.
Spear Street Tower - Suite 2510
One Market Plaza
San Francisco, California 94105

Lessee: The Western Pacific Railroad Company
526 Mission Street
San Francisco, California 94105

The railroad rolling stock covered by Lease

Amendment No. 2 is:

30 bi-level auto racks which have been affixed
to leased Trailer Train flatcars and which
bear the following Manufacturer Serial Numbers,
Lessee Road Numbers and Trailer Train Flatcar
Numbers.

*Ms. Lee
this should be
rec'd by
10770-E*

*C. Anderson
10/1/79*

<u>Manufacturer Serial Numbers</u>	<u>Lessee Road Numbers</u>	<u>Trailer Train Flatcar Numbers</u>
68965-68966	WP B-701	TTBX 910319
68967-68968	B-702	930117
68971-68972	B-704	910415
68973-68974	B-705	910590
68979-68980	B-708	930518
68985-68986	B-711	911730
68987-68988	B-712	912007
68989-68990	B-713	913310
68991-68992	B-714	910162
68993-68994	B-715	930183
68995-68996	B-716	912773

<u>Manufacturer Serial Numbers</u>	<u>Lessee Road Numbers</u>	<u>Trailer Train Flatcar Numbers</u>
68997-68998	WP B-717	TTBX 910898
68999-69000	B-718	910594
69001-69002	B-719	911804
69003-69004	B-720	930207
69005-69006	B-721	910423
69007-69008	B-722	910679
69015-69016	B-726	910876
69017-69018	B-727	910875
69019-69020	B-728	930149
69021-69022	B-729	930737
69023-69024	B-730	930746

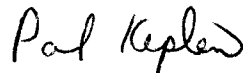
<u>Manufacturer Serial Numbers</u>	<u>Lessee Road Numbers</u>	<u>Trailer Train Flatcar Numbers</u>
68969-68970	WP B-703	TTBX 930553
68975-68976	B-706	910211
68977-68978	B-707	912947
68981-68982	B-709	911301
68983-68984	B-710	911660
69009-69010	B-723	911760
69011-69012	B-724	910884
69013-69014	B-725	911805

The original lease was recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 under Recordation Number 10770 on August 28, 1979 at 12:20 PM.

Please record one original of each document and stamp the other four copies and the copy of this letter enclosed herewith with the recordation date and return such copies to Allen H. Harrison, Esq. of the law firm of Wilmer, Cutler & Pickering, 1666 K Street, N.W., Washington, D.C., 20006.

A check is enclosed in payment of the applicable recording fee.

Very truly yours,



Paul C. Kepler, President
Steiner Sea Air & Rail Co.
Managing Partner of San Francisco
Financial No. III

PCK:ktp

Enclosures

SEP 26 1979 -10 00 AM

LEASE AMENDMENT NO. 2 INTERSTATE COMMERCE COMMISSION

THIS LEASE AMENDMENT NO. 2, dated as of August 1, 1979, between SAN FRANCISCO FINANCIAL NO. III (the "Lessor") and THE WESTERN PACIFIC RAILROAD COMPANY (the "Lessee").

WITNESSETH

WHEREAS, the parties hereto have executed a Lease of Equipment dated as of April 6, 1979 (the "Lease") setting forth the rights and duties inter sese with regard to the leasing of certain railroad equipment; and

WHEREAS the Lease was amended by Lease Amendment No. 1, dated as of July 1, 1979; and

WHEREAS, the parties hereto wish to further amend said Lease to incorporate the following changes and additions and to provide for the lease of certain other equipment;

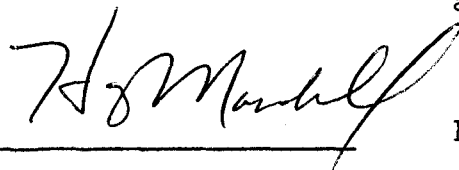
NOW, THEREFORE, the parties hereto agree that Equipment Schedule B is hereby added to the Lease as follows:

Aside from the foregoing addition to the Lease,
all other provisions of the Lease (as amended) shall
remain unchanged.

IN WITNESS WHEREOF, the parties hereto have
executed or caused this instrument to be executed all as
of the date first above written.

SAN FRANCISCO FINANCIAL NO. III
by Steiner Sea, Air & Rail, Co.,
a general partner

Attest:



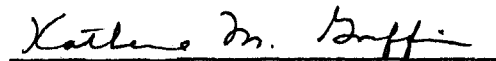
Title VICE PRESIDENT

By


PRESIDENT

THE WESTERN PACIFIC RAILROAD
COMPANY

Attest:



Title ASSISTANT SECRETARY

By



SCHEDULE B TO LEASE

THE WESTERN PACIFIC RAILROAD COMPANY LEASE

30 Bi-Level Auto Racks

Manufacturer: Whitehead & Kales

<u>Manufacturer Serial Numbers</u>	<u>Lessee Road Numbers</u>	<u>Trailer Train Flatcar Numbers</u>
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69017-69018	B-727	910875
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69021-69022	B-729	930737
69023-69024	B-730	930746

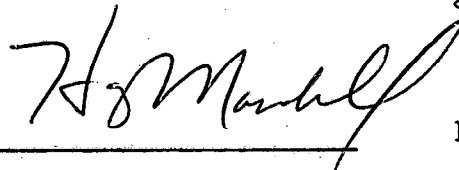
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68983-68984	B-710	911660
69009-69010	B-723	911760
69011-69012	B-724	910884
69013-69014	B-725	911805

Aside from the foregoing addition to the Lease,
all other provisions of the Lease (as amended) shall
remain unchanged.

IN WITNESS WHEREOF, the parties hereto have
executed or caused this instrument to be executed all as
of the date first above written.

SAN FRANCISCO FINANCIAL NO. III
by Steiner Sea, Air & Rail, Co.,
a general partner


Attest:



Title

VICE PRESIDENT

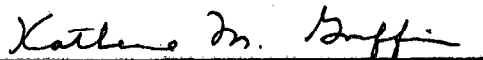
By



PRESIDENT

THE WESTERN PACIFIC RAILROAD
COMPANY

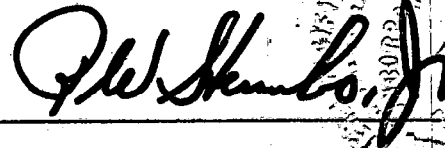
Attest:

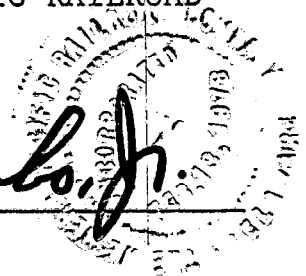


Title

ASSISTANT SECRETARY

By





STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO) ss.:

On this 20th day of August, 1979, before me personally appeared Paul Kepler, to me personally known, who being by me duly sworn, says that he is the President of Steiner Sea, Air & Rail Co., the corporation named in the within document, that the said corporation is a general partner of the partnership named in the within document, that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation and partnership by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was a free act and deed of said partnership.

Shirley A. Grear
Notary Public

[NOTARIAL SEAL]



STATE OF CALIFORNIA

)

: ss.

CITY AND COUNTY OF SAN FRANCISCO)

On this 21st day of September, 1979, before me personally appeared R. W. STUMBO, JR., to me personally known, who, being by me duly sworn, says that he is the Senior Vice President-Finance of THE WESTERN PACIFIC RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was a free act and deed of said corporation.

Diane Lorette Fafoutis
Notary Public

[NOTARIAL SEAL]

